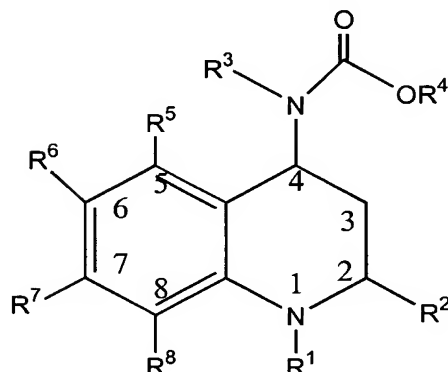


IN THE CLAIMS

Claim 1 (Original) A compound of the Formula I



Formula I

a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug;

wherein R<sup>1</sup> is hydrogen, Y, W-X or W-Y;

wherein W is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

X is -O-Y, -S-Y, -N(H)-Y or -N-(Y)<sub>2</sub>;

wherein Y for each occurrence is independently Z or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected

independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo; or said R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated three to seven membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said R<sup>2</sup> ring is optionally attached through (C<sub>1</sub>-C<sub>4</sub>)alkyl;

wherein said R<sup>2</sup> ring is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, oxo or (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl;

with the proviso that R<sup>2</sup> is not methyl;  
R<sup>3</sup> is hydrogen or Q;

wherein Q is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V;

wherein V is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-

C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>) alkylcarboxamoyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituents are also optionally substituted with from one to nine fluorines;

R<sup>4</sup> is Q<sup>1</sup> or V<sup>1</sup>;

wherein Q<sup>1</sup> a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sup>1</sup>;

wherein V<sup>1</sup> is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said V<sup>1</sup> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, amino, nitro, cyano, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-substituted with oxo, said (C<sub>1</sub>-C<sub>6</sub>)alkyl

substituent is also optionally substituted with from one to nine fluorines;

wherein either R<sup>3</sup> must contain V or R<sup>4</sup> must contain V<sup>1</sup>;

R<sup>5</sup> , R<sup>6</sup> , R<sup>7</sup> and R<sup>8</sup> are each independently hydrogen, a bond, nitro or halo wherein said bond is substituted with T or a partially saturated, fully saturated or fully unsaturated (C<sub>1</sub>-C<sub>12</sub>) straight or branched carbon chain wherein carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon is optionally mono-substituted with T;

wherein T is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro,

cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines; and

wherein R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> may also be taken together and can form at least one four to eight membered ring that is partially saturated or fully unsaturated optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said ring or rings formed by R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> are optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkylsulfonyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

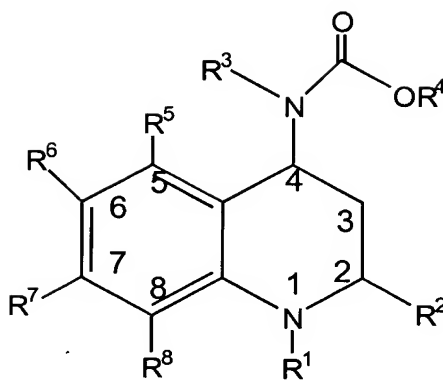
with the proviso that when R<sup>2</sup> is carboxyl or (C<sub>1</sub>-C<sub>4</sub>)alkylcarboxyl, then R<sup>1</sup> is not hydrogen.

Claims 2-38 (Cancelled)

Please amend Claim 39 as follows:

Claim 39 (Currently Amended) A pharmaceutical combination comprising: a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of Formula I ~~claim 1~~, a product prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug



Formula I

wherein R<sup>1</sup> is Y, W-X or W-Y;

wherein W is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

X is -O-Y, -S-Y, -N(H)-Y or -N-(Y)<sub>2</sub>;

wherein Y for each occurrence is independently Z or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally

having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo; or said R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated three to seven membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said R<sup>2</sup> ring is optionally attached through (C<sub>1</sub>-C<sub>4</sub>)alkyl;

wherein said R<sup>2</sup> ring is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino



wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, oxo or (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl;

with the proviso that R<sup>2</sup> is not methyl;  
R<sup>3</sup> is hydrogen or O;

wherein O is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V;

wherein V is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>) alkylcarboxamoyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted

independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituents are also optionally substituted with from one to nine fluorines;

R<sup>4</sup> is Q<sup>1</sup> or V<sup>1</sup>;

wherein Q<sup>1</sup> is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sup>1</sup>;

wherein V<sup>1</sup> is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said V<sup>1</sup> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, amino, nitro, cyano, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-substituted with oxo, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

wherein either R<sup>3</sup> must contain V or R<sup>4</sup> must contain V<sup>1</sup>;

R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup> and R<sup>8</sup> are each independently hydrogen, a bond, nitro or halo wherein said bond is substituted with T or a

partially saturated, fully saturated or fully unsaturated (C<sub>1</sub>-C<sub>12</sub>) straight or branched carbon chain wherein carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon is optionally mono-substituted with T;

wherein T is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines; and

wherein R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> may also be taken together and can form at least one four to eight membered ring that is partially saturated or fully unsaturated optionally having one to three

heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said ring or rings formed by R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> are optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkylsulfonyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines with the proviso that R<sup>1</sup> is not (C<sub>1</sub>-C<sub>6</sub>)alkyl;

a second compound, said second compound being ~~anHMG CoA reductase inhibitor, an MTP/Apo B secretion inhibitor, a PPAR activator, a bile acid reuptake inhibitor, a cholesterol absorption inhibitor, a cholesterol synthesis inhibitor, a fibrate, niacin, an ion-exchange resin, an antioxidant, an ACAT inhibitor or a bile acid sequestrant;~~ and

a pharmaceutical pharmaceutically acceptable carrier, vehicle or diluent.

40. (Cancelled)

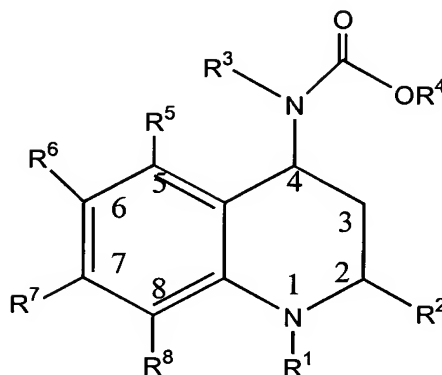
41. (Currently Amended) A pharmaceutical combination composition as recited in claim 39 further in combination with ~~wherein the second compound is lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin or rivastatin.~~

Please Amend claim 42 as follows:

Claim 42 (Currently Amended) A method for treating atherosclerosis in a mammal comprising administering to a mammal in need of treatment thereof;

a first compound, said first compound being a compound of Formula I ~~claim 1~~ a prodrug thereof, or a

pharmaceutically acceptable salt of said compound or of said prodrug



Formula I

wherein R¹ is Y, W-X or W-Y;

wherein W is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

X is -O-Y, -S-Y, -N(H)-Y or -N-(Y)₂;

wherein Y for each occurrence is independently Z or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected

independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo; or said R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated three to seven membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said R<sup>2</sup> ring is optionally attached through (C<sub>1</sub>-C<sub>4</sub>)alkyl;

wherein said R<sup>2</sup> ring is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, oxo or (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl;

with the proviso that R<sup>2</sup> is not methyl;  
R<sup>3</sup> is hydrogen or Q;

wherein Q is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V;

wherein V is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-

C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>) alkylcarboxamoyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituents are also optionally substituted with from one to nine fluorines;

R<sup>4</sup> is Q<sup>1</sup> or V<sup>1</sup>;

wherein Q<sup>1</sup> is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sup>1</sup>;

wherein V<sup>1</sup> is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said V<sup>1</sup> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, amino, nitro, cyano, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-substituted with oxo, said (C<sub>1</sub>-C<sub>6</sub>)alkyl



substituent is also optionally substituted with from one to nine fluorines;

wherein either R<sup>3</sup> must contain V or R<sup>4</sup> must contain V<sup>1</sup>;

R<sup>5</sup> , R<sup>6</sup> , R<sup>7</sup> and R<sup>8</sup> are each independently hydrogen, a bond, nitro or halo wherein said bond is substituted with T or a partially saturated, fully saturated or fully unsaturated (C<sub>1</sub>-C<sub>12</sub>) straight or branched carbon chain wherein carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon is optionally mono-substituted with T;

wherein T is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or

di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines; and

wherein R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> may also be taken together and can form at least one four to eight membered ring that is partially saturated or fully unsaturated optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said ring or rings formed by R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> are optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkylsulfonyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines with the proviso that R<sup>1</sup> is not (C<sub>1</sub>-C<sub>6</sub>)alkyl; and

~~a second compound, said second compound being an HMG CoA reductase inhibitor, an MTP/Apo B secretion inhibitor, a cholesterol absorption inhibitor, a cholesterol synthesis inhibitor, a fibrate, niacin, an ion-exchange resin, an antioxidant, an ACAT inhibitor or a bile acid sequestrant~~

wherein the amounts of first and second compounds result in a therapeutic effect.

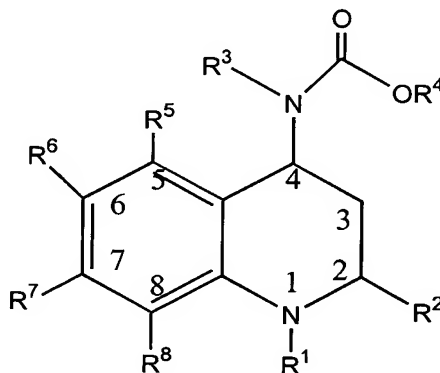
43. (Cancelled)

44. (Currently Amended) A method for treating atherosclerosis as recited in claim 42 further in combination with ~~wherein the second compound is lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin or rivastatin.~~

Please amend Claim 45 as follows:

Claim 45 (Currently Amended) A kit comprising:

a. a first compound, said first compound being a compound of Formula I ~~claim 1~~, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug and a pharmaceutically acceptable carrier in a first unit dosage form



Formula I

wherein R<sup>1</sup> is Y, W-X or W-Y;

wherein W is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

X is -O-Y, -S-Y, -N(H)-Y or -N-(Y)<sub>2</sub>;

wherein Y for each occurrence is independently Z or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or

di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo; or said R<sup>2</sup> is a partially saturated, fully saturated or fully unsaturated three

to seven membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said R<sup>2</sup> ring is optionally attached through (C<sub>1</sub>-C<sub>4</sub>)alkyl;

wherein said R<sup>2</sup> ring is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, oxo or (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl;

with the proviso that R<sup>2</sup> is not methyl;  
R<sup>3</sup> is hydrogen or O;

wherein O is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V;

wherein V is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally

having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>) alkylcarboxamoyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituents are also optionally substituted with from one to nine fluorines;

R<sup>4</sup> is Q<sup>1</sup> or V<sup>1</sup>;

wherein Q<sup>1</sup> is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sup>1</sup>;

wherein V<sup>1</sup> is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said V<sup>1</sup> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with

halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, amino, nitro, cyano, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-substituted with oxo, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

\_\_\_\_\_ wherein either R<sup>3</sup> must contain V or R<sup>4</sup> must contain V<sup>1</sup>;

R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup> and R<sup>8</sup> are each independently hydrogen, a bond, nitro or halo wherein said bond is substituted with T or a partially saturated, fully saturated or fully unsaturated (C<sub>1</sub>-C<sub>12</sub>) straight or branched carbon chain wherein carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon is optionally mono-substituted with T;

\_\_\_\_\_ wherein T is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

\_\_\_\_\_ wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino

wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines; and

wherein R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> may also be taken together and can form at least one four to eight membered ring that is partially saturated or fully unsaturated optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said ring or rings formed by R<sup>5</sup> and R<sup>6</sup>, or R<sup>6</sup> and R<sup>7</sup>, and/or R<sup>7</sup> and R<sup>8</sup> are optionally mono-, di- or tri-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkylsulfonyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines with the proviso that R<sup>1</sup> is not (C<sub>1</sub>-C<sub>6</sub>)alkyl;

b. ~~a second compound, said second compound being an HMG CoA reductase inhibitor, an MTP/Apo B secretion inhibitor, a cholesterol absorption inhibitor, a cholesterol synthesis inhibitor, a fibrate, niacin, an ion-exchange resin, an antioxidant, an ACAT inhibitor or a bile acid-sequestrant and a pharmaceutically acceptable carrier, vehicle or diluent~~ in a second unit dosage form; and

c. means for containing said first and second dosage forms



46. (Cancelled)

47. (Currently Amended) A kit as recited in claim 45 ~~wherein said second compound is lovastatin, simvastatin, pravastatin, fluvastatin, further in combination with atorvastatin or rivastatin.~~

48. (New) A pharmaceutical combination composition as recited in claim 39 wherein the Formula I compound is 4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester.

49. (New) A method of treating atherosclerosis as recited in claim 42 wherein the Formula I compound is 4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester.

50. (New) A kit as recited in claim 45 wherein the Formula I compound is 4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester.

51. (New) A pharmaceutical combination composition as recited in claim 41 wherein the Formula I compound is 4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester.

52. (New) A method of treating atherosclerosis as recited in claim 44 wherein the Formula I compound is 4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester.

53. (New) A kit as recited in claim 47 wherein the Formula I compound is 4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester.

54. (New) A pharmaceutical combination composition comprising: a therapeutically effective amount of a composition comprising

4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

atorvastatin calcium;

a fibrate; and

a pharmaceutically acceptable vehicle, diluent or carrier.

55. (New) A method for treating atherosclerosis in a mammal comprising administering to a mammal in need of treatment thereof

4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

atorvastatin calcium; and

a fibrate;

wherein the amounts of said compounds result in a therapeutic effect.

56. (New) A kit comprising:

4(S)-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2(R)-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester and a pharmaceutically acceptable vehicle, diluent or carrier in a unit dosage form;

atorvastatin calcium and a pharmaceutically acceptable vehicle, diluent or carrier in a unit dosage form;

a fibrate and a pharmaceutically acceptable vehicle, diluent or carrier in a unit dosage form; and

means for containing said unit dosage forms.

wherein the amounts of said compounds result in a therapeutic effect.